

# TROUTMAN SANDERS LLP

A T T O R N E Y S   A T   L A W  
A LIMITED LIABILITY PARTNERSHIP

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June 30, 2004

RECORDATION NO. 20701-D FILED

## VIA HAND DELIVERY

JUN 30 '04

**4-52 PM**

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Room 704  
Washington, D.C. 20423

**SURFACE TRANSPORTATION BOARD**

RE: Rail Recordation No. 20701-\_\_\_\_  
*Railcars Operated by Georgia Power Company*

Dear Secretary Williams:

I am enclosing herewith an original and one duplicate original of the secondary documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code, as well as an additional copy of each document to be stamped and returned to the person delivering this filing. A description of the equipment covered by these documents follows hereafter.

Secondary Documents: There are two secondary documents filed herewith that relate to the primary document recorded under Recordation No. 20701. They are:

1. Amended and Restated Equipment Leasing Agreement dated as of June 30, 2004, between MHCBS (USA) Leasing & Finance Corporation (formerly FBTC Leasing Corp.) and Georgia Power Company, which replaces the Equipment Leasing Agreement dated as of May 30, 1997, between FBTC Leasing Corp. (as the Lessor) and Georgia Power Company (as the Lessee),

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TROUTMAN SANDERS LLP  
ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

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as supplemented by Lease Supplement No. 1 and Lease Supplement No. 2, both of which are dated as of May 30, 1997.

The names and addresses of the parties to this secondary document are as follows:

Lessee:

Georgia Power Company  
c/o Southern Company Services, Inc.  
270 Peachtree Street, N.W., Suite 2000  
Atlanta, GA 30303

Lessor:

MHCB (USA) Leasing & Finance Corporation  
1251 Avenue of the Americas  
New York, NY 10020

A description of the equipment covered by this document is as follows:

296 hopper cars recorded under Recordation No. 20701, which are: (i) 271 Avalanche hopper cars manufactured by Thrall Car Manufacturing Company with 4065 cubic foot capacity and 117-ton, fully-automatic aluminum (recorded under Recordation No. 20701-A), marked with reporting marks GALX and HBWX;<sup>1</sup> and (ii) 25 "Super Avalanche" hopper cars manufactured by Thrall Car Manufacturing Company with 4220 cubic foot capacity and 117-ton fully-automatic aluminum (recorded under Recordation No. 20701-B), marked with reporting mark RWSX. In addition to the 296 hopper cars recorded under Recordation No. 20701, 424 coal cars previously recorded under Recordation Nos. 22549, 22549-A, 22549-B, 22549-C and 22549-D were added to this document, all of which were

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<sup>1</sup> Recordation No. 20701 and its affixes (Recordation Nos. 20701-A and 20701-B) originally contained 287 Avalanche hopper cars. However, 16 cars (GALX 96001, GALX 96004, GALX 96005, GALX 96006, GALX 96016, GALX 96018, GALX 96051, GALX 96071, GALX 96087, GALX 96088, GALX 96092, GALX 96121, GALX 96152, GALX 96159, GALX 96166, and HBWX 96273), filed under Recordation No. 20701-A, were taken out of the lease due to casualty events.

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manufactured by Trinity Industries, Inc. with 119 ton, Aluminum Body Steel Underframe Rapid Discharge V, AAR Mechanical Designation HK, and AAR Car Type Code H330, marked with reporting mark HYWX.<sup>2</sup> The individual cars covered by this document are identified in the Lease Supplement filed herewith.

Summary for the index: The secondary document is an Amended and Restated Equipment Leasing Agreement dated as of June 30, 2004, between MHCB (USA) Leasing & Finance Corporation (formerly FBTC Leasing Corp.) ("Lessor") and Georgia Power Company ("Lessee"), which replaces the Equipment Leasing Agreement dated as of May 30, 1997, between FBTC Leasing Corp. (as the Lessor) and Georgia Power Company (as the Lessee), as supplemented by Lease Supplement No. 1 and Lease Supplement No. 2, both of which are dated as of May 30, 1997, and covering: (i) 271 Avalanche hopper cars manufactured by Thrall Car Manufacturing Company with 4065 cubic foot capacity and 117-ton, fully-automatic aluminum, marked with reporting marks GALX and HBWX; and (ii) 25 "Super Avalanche" hopper cars manufactured by Thrall Car Manufacturing Company with 4220 cubic foot capacity and 117-ton fully-automatic aluminum, marked with reporting mark RWSX; and (iii) 424 coal cars manufactured by Trinity Industries, Inc. with 119 ton, Aluminum Body Steel Underframe Rapid Discharge V, AAR Mechanical Designation HK, and AAR Car Type Code H330, marked with reporting mark HYWX. The individual cars covered by this document are identified in the Lease Supplement filed herewith.

2. Lease Supplement, relating to the Amended and Restated Equipment Leasing Agreement between MHCB (USA) Leasing & Finance Corporation (formerly FBTC Leasing Corp.) ("Lessor") and Georgia Power Company ("Lessee"), of the addresses shown above, dated as of June 30, 2004, and covering: (i) GALX 96002 through 96182 (inclusive), excluding GALX 96001, GALX 96004, GALX 96005, GALX 96006, GALX 96016, GALX 96018, GALX 96051, GALX 96071, GALX 96087, GALX 96088, GALX 96092, GALX 96121, GALX 96152, GALX 96159, GALX 96166, which were taken out of the lease due to casualty events; (ii) HBWX 96183 through 96287 (inclusive), excluding HBWX 96273, which was taken out of the lease due to a casualty event; (iii) RWSX 97117 through 97141 (inclusive); and (iv) HYWX 99000

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<sup>2</sup> Recordation No. 22549 and its affixes (Recordation Nos. 22549-A, 22549-B, 22549-C, and 22549-D) originally contained 425 coal cars. However, car no. HYWX 99117 (filed under Recordation No. 22549-B) was destroyed.

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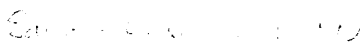
The Honorable Vernon A. Williams  
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through 99424 (inclusive), excluding car no. HYWX 99117, which was destroyed (manufacturer's serial nos. 812249 through 812673 - excluding no. 812366 that was destroyed).

Summary for the index: The secondary document is Lease Supplement to the Amended and Restated Equipment Leasing Agreement between MHC B (USA) Leasing & Finance Corporation (formerly FBTC Leasing Corp.) ("Lessor") and Georgia Power Company ("Lessee"), dated as of June 30, 2004, and covering: (i) 271 Avalanche hopper cars manufactured by Thrall Car Manufacturing Company with 4065 cubic foot capacity and 117-ton, fully-automatic aluminum, marked with reporting marks GALX 96002 through 96182 (inclusive), excluding GALX 96001, GALX 96004, GALX 96005, GALX 96006, GALX 96016, GALX 96018, GALX 96051, GALX 96071, GALX 96087, GALX 96088, GALX 96092, GALX 96121, GALX 96152, GALX 96159, GALX 96166, which were taken out of the lease due to casualty events, and HBWX 96183 through 96287 (inclusive), excluding HBWX 96273, which was taken out of the lease due to a casualty event; (ii) 25 "Super Avalanche" hopper cars manufactured by Thrall Car Manufacturing Company with 4220 cubic foot capacity and 117-ton fully-automatic aluminum, marked with reporting mark RWSX 97117 through 97141 (inclusive); and (iii) 424 coal cars manufactured by Trinity Industries, Inc. with 119 ton, Aluminum Body Steel Underframe Rapid Discharge V, AAR Mechanical Designation HK, and AAR Car Type Code H330, marked with reporting mark HYWX 99000 through 99424 (inclusive), excluding HYWX 99117, which was destroyed (manufacturer's serial nos. 812249 through 812673 - excluding no. 812366 that was destroyed).

Enclosed please find a check for this filing in the amount of \$60.00. Please return all enclosed documents not needed by the Board for recordation to the person delivering this filing.

Sincerely yours,

  
Sandra L. Brown  
Virginia Brunelli Balestrieri  
Attorneys for Georgia Power Company

Enclosures

Filing Copy

RECORDATION NO. 20701-D FILED

LEASE SUPPLEMENT

JUN 30 '04

4-52 PM

(This is counterpart no. 2 of five serially  
numbered manually executed counterparts)

**SURFACE TRANSPORTATION BOARD**

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions, of, the Amended and Restated Equipment Leasing Agreement dated as of June 30, 2004 between the undersigned as the Lessor and the Lessee (herein, as amended and supplemented from time to time, called the "Lease").

The Lessee hereby (a) acknowledges and certifies that (i) each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, the Lessee, (ii) the Lessee has reviewed and approved the purchase order, supply contract or purchase agreement covering each such Item, and (iii) that as between the Lessor and the Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for and is in good working order, repair and condition; and (b) unconditionally and irrevocably accepts each such Item for lease under the Lease on the date hereof.

The Lessor and the Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from the Lessor to the Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term with respect to each such Item commences on the date hereof and that the Lessee hereby unconditionally accepts each such item for such purpose and agrees that each is in the condition required pursuant to the Lease; and that Acquisition Cost for all Items of Equipment covered by this Lease Supplement is as set forth below.

The Lessee hereby agrees to pay the Basic Rent for all Items of Equipment covered by this Lease Supplement in the amounts and at the times specified in the Lease, reaffirms its acknowledgments and agreements in Section 8 of the Lease and certifies that its representations and warranties set forth in Section 21 of the Lease and in any related certificate delivered to the Lessor are true and correct on the date hereof.

All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Items of Equipment covered by this Lease Supplement:

With respect to the "Existing Equipment" set forth in Part A of Schedule II hereto, the cars consist of (i) Thrall Car Manufacturing Company 4065 cubic foot, 117-ton, fully automatic, aluminum "Avalanche" hopper cars (the "Avalanche Cars") and (ii) Thrall Car Manufacturing Company 4220 cubic foot, 117-ton, fully automatic, aluminum "Super Avalanche" hopper cars (the "Super Avalanche Cars").

With respect to the "New Equipment" set forth in Part B of Schedule II hereto, the cars consist of Trinity Industries, Inc., 119-ton, Aluminum Body Steel Underframe Rapid Discharge V Coal Cars (the "Trinity Cars").

2. Quantity:

Avalanche Cars: 271

Super Avalanche Cars: 25

Trinity Cars: 424

3. A.A.R. Mechanical Designation for New Equipment (Trinity Cars)

A.A.R. Mechanical Designation — HK

A.A.R. Car Type Code — H330

4. Reporting Marks and Car Nos.:

As set forth on Schedule II hereto.

5. Acquisition Cost for each Item of Equipment:

As set forth on Schedule II hereto.

6. Closing Date/Basic Term Commencement Date: June 30, 2004

7. Basic Term: seven years, commencing on the Basic Term Commencement Date.

8. Renewal Term: subject to the mutual agreement of the Lessee, the Lessor and the Lender pursuant to Section 28(a) of the Lease, five years, commencing on the expiration of the Basic Term.

9. Certain Values:

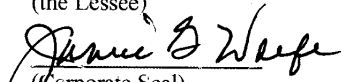
<u>Expiration of:</u>	Estimated Residual Value <u>Percentage:</u> *	Maximum Lessee Risk <u>Percentage:</u> *	Maximum Lessor Risk <u>Percentage:</u> *
Basic Term	41.20%	29.41%	11.79%

\* Expressed as a percentage of the Acquisition Cost of each Item of Equipment

*Lease Supplement*

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement to be duly executed by their duly authorized representatives as of this 30<sup>th</sup> day of June, 2004.

Attest:  
(the Lessee)

  
(Corporate Seal)

Lessee:

GEORGIA POWER COMPANY

By 

Name: W. Ron Hinson  
Title: Vice President + Comptroller

Lessor:

MHCB (USA) LEASING & FINANCE  
CORPORATION

Attest:

(the Lessor)

\_\_\_\_\_  
(Corporate Seal)

By \_\_\_\_\_  
Name:  
Title:

THIS IS COUNTERPART NO. 2 OF FIVE (5) SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE PERFECTED THROUGH THE POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.



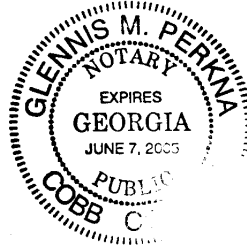
STATE OF GEORGIA           )  
  )SS  
COUNTY OF FULTON        )

On this 30 of June, 2004, before me personally appeared W. Ron Hinson in Fulton County, Georgia, to me personally known, who being by me duly sworn, says that [s]he is the V.P. + Controller of **Georgia Power Company**, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Glenn M. Perkna  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_



IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement to be duly executed by their duly authorized representatives as of this 30<sup>th</sup> day of June, 2004.

Lessee:

Attest:  
(the Lessee)

GEORGIA POWER COMPANY

\_\_\_\_\_  
(Corporate Seal)

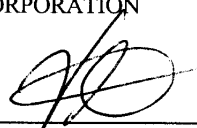
By \_\_\_\_\_  
Name:  
Title:

Lessor:

Attest:  
(the Lessor)

MHCB (USA) LEASING & FINANCE  
CORPORATION

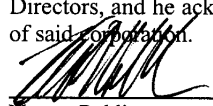
  
(Corporate Seal)

By   
Name: Victor Mora  
Title: Vice President

THIS IS COUNTERPART NO. 2 OF FIVE (5) SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE PERFECTED THROUGH THE POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF New York )  
 )SS  
COUNTY New York )

On this 28 day of June, 2004, before me personally appeared Victor Mera in the County of New York, State of New York, to me personally known, who being by me duly sworn, says that he is the Vice President of **MHCB (USA) Leasing & Finance Corporation**, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: 2006

KURT R. VELLEK  
Notary Public, State of New York  
No. 60-4943090  
Qualified in Putnam County  
Certificate filed in New York County  
Commission Expires Oct. 17, 2006

SCHEDULE I  
TO LEASE SUPPLEMENT

Casualty Loss Values		
Percentage	Casualty Loss Value	Payment Number
[Percentages on file with Lessor]		0
		1
		2
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SCHEDULE II  
TO LEASE SUPPLEMENT

Car Initial, Car Number and Acquisition Cost

Part A. Existing Equipment

(i) Avalanche Cars (271 cars):

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>ACQUISITION COST</u>
GALX	96002	[Acquisition Costs on file with Lessor]
GALX	96003	
GALX	96007	
GALX	96008	
GALX	96009	
GALX	96010	
GALX	96011	
GALX	96012	
GALX	96013	
GALX	96014	
GALX	96015	
GALX	96017	
GALX	96019	
GALX	96020	
GALX	96021	
GALX	96022	
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GALX	96110	
GALX	96111	
GALX	96112	
GALX	96113	
GALX	96114	
GALX	96115	
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HBWX	96260	
HBWX	96261	
HBWX	96262	
HBWX	96263	
HBWX	96264	
HBWX	96265	
HBWX	96266	
HBWX	96267	
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HBWX	96272	
HBWX	96274	
HBWX	96275	
HBWX	96276	
HBWX	96277	
HBWX	96278	
HBWX	96279	
HBWX	96280	
HBWX	96281	
HBWX	96282	
HBWX	96283	
HBWX	96284	
HBWX	96285	
HBWX	96286	
HBWX	96287	

(ii) Super Avalanche Cars (25 cars):

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>	<u>ACQUISITION COST</u>
RWSX	97117	[Acquisition Costs on file with Lessor]
RWSX	97118	
RWSX	97119	
RWSX	97120	
RWSX	97121	
RWSX	97122	
RWSX	97123	
RWSX	97124	
RWSX	97125	
RWSX	97126	
RWSX	97127	
RWSX	97128	
RWSX	97129	

RWSX	97130	
RWSX	97131	
RWSX	97132	
RWSX	97133	
RWSX	97134	
RWSX	97135	
RWSX	97136	
RWSX	97137	
RWSX	97138	
RWSX	97139	
RWSX	97140	
RWSX	97141	

(iii) Totals for Existing Equipment

TOTAL	296 cars	[On file with Lessor]
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Part B. New Equipment (424 Trinity Cars)

<u>CAR INITIALS</u>	<u>CAR NUMBERS</u>	<u>ACQUISITION COST PER ITEM</u>
HYWX	99000 to 99116, consecutively	[Acquisition Costs on file with Lessor]
HYWX	99118 to 99424, consecutively	[Acquisition Costs on file with Lessor]
TOTAL (New Equipment)	<u>424 cars</u>	[On file with Lessor]